Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ Do not enter social security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016, or tax year beginning 01-01-2016 , and ending 12-31-2016

Name of foundation
DULANEY FA AND JF CHAR

A Employer identification number
54-6487683

Number and street (or P O box number if mail is not delivered to street address) Room/suite
PO BOX 2907 - TRUST TAX DEPT

B Telephone number (see instructions)
(540) 665-4345

City or town, state or province, country, and ZIP or foreign postal code
WILSON, NC 278942907

C If exemption application is pending, check here ▶ ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization ☑ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)*▶$ 4,048,962

J Accounting method ☐ Cash ☐ Accrual ☐ Other (specify)
(Part I, column (d) must be on cash basis)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	7,083	7,083		
	4	Dividends and interest from securities	69,649	69,649		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	177,837			
	b	Gross sales price for all assets on line 6a 1,257,781				
	7	Capital gain net income (from Part IV, line 2)		177,837		
	8	Net short-term capital gain			0	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	6,245			
	12	**Total.** Add lines 1 through 11	260,814	254,569		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	46,439	46,439		
	14	Other employee salaries and wages		0	0	0
	15	Pension plans, employee benefits		0	0	
	16a	Legal fees (attach schedule)				0
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)				0
	17	Interest				0
	18	Taxes (attach schedule) (see instructions)	2,242	777		0
	19	Depreciation (attach schedule) and depletion	0	0		
	20	Occupancy				
	21	Travel, conferences, and meetings		0	0	
	22	Printing and publications		0	0	
	23	Other expenses (attach schedule)	53	53		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	48,734	47,269	0	0
	25	Contributions, gifts, grants paid	208,925			208,925
	26	**Total expenses and disbursements.** Add lines 24 and 25	257,659	47,269	0	208,925
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	3,155			
	b	**Net investment income** (if negative, enter -0-)		207,300		
	c	**Adjusted net income**(if negative, enter -0-)			0	

Part II	Balance Sheets — Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets				
1	Cash—non-interest-bearing	66		
2	Savings and temporary cash investments	288,564	199,050	199,050
3	Accounts receivable ▶			
	Less allowance for doubtful accounts ▶		0	0
4	Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶ 0			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments—U S and state government obligations (attach schedule)			
b	Investments—corporate stock (attach schedule)	1,472,962	1,612,137	1,874,266
c	Investments—corporate bonds (attach schedule)	1,844,672	1,858,948	1,845,711
11	Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)	190,861	129,935	129,935
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	3,797,125	3,800,070	4,048,962
Liabilities				
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities**(add lines 17 through 22)		0	
Net Assets or Fund Balances				
	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☑ and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds	3,797,125	3,800,070	
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see instructions)	3,797,125	3,800,070	
31	**Total liabilities and net assets/fund balances** (see instructions)	3,797,125	3,800,070	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,797,125
2	Enter amount from Part I, line 27a	2	3,155
3	Other increases not included in line 2 (itemize) ▶	3	6
4	Add lines 1, 2, and 3	4	3,800,286
5	Decreases not included in line 2 (itemize) ▶	5	216
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3,800,070

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	See Additional Data Table			
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a	See Additional Data Table			
b				
c				
d				
e				

2	Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	177,837
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2015	210,519	4,221,471	0 049869
2014	212,000	4,448,540	0 047656
2013	215,000	4,388,192	0 048995
2012	209,895	4,266,757	0 049193
2011	207,800	4,342,111	0 047857

2	**Total** of line 1, column (d)	2	0 24357
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 048714
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	4,040,946
5	Multiply line 4 by line 3	5	196,851
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,073
7	Add lines 5 and 6	7	198,924
8	Enter qualifying distributions from Part XII, line 4	8	208,925

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

Part VI **Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see instructions)**

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ________ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b			1	2,073
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0
3	Add lines 1 and 2			3	2,073
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	2,073
6	Credits/Payments				
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	2,152		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	0		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	2,152
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	0
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	79
11	Enter the amount of line 10 to be **Credited to 2017 estimated tax** ▶ 79	**Refunded** ▶		11	0

Part VII-A **Statements Regarding Activities**

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ VA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

Part VII-A Statements Regarding Activities (continued)

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
	Website address ▶			

14 The books are in care of ▶ BRANCH BANKING AND TRUST Telephone no ▶ (540) 665-4345

Located at ▶ 148 S QUEEN STREET MARTINSBURG WV ZIP+4 ▶ 25401

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here . . . ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year . . . ▶ 15

			Yes	No
16	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
	See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ▶			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).	☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		
	Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?		1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016?	☐ Yes ☑ No			
	If "Yes," list the years ▶ 20___, 20___, 20___, 20___				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)		2b		No
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20___, 20___, 20___, 20___				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2016 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016).*		3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?		4b		No

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (Continued)

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? (see instructions) ☐ Yes ☑ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945–5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation (If not paid, enter -0-)	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
BRANCH BANKING AND TRUST COMPANY 148 S QUEEN STREET MARTINSBURG, WV 25401	TRUSTEE 10	46,439		

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 ▶ 0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		
Total number of others receiving over $50,000 for professional services. . . . . ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 . . . . ▶	

Part X **Minimum Investment Return** (All domestic foundations must complete this part Foreign foundations,see instructions)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes			
a	Average monthly fair market value of securities.		1a	3,789,980
b	Average of monthly cash balances.		1b	180,360
c	Fair market value of all other assets (see instructions).		1c	132,143
d	**Total** (add lines 1a, b, and c).		1d	4,102,483
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e 0		
2	Acquisition indebtedness applicable to line 1 assets.		2	0
3	Subtract line 2 from line 1d.		3	4,102,483
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).		4	61,537
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	4,040,946
6	**Minimum investment return.** Enter 5% of line 5.		6	202,047

Part XI **Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6.		1	202,047
2a	Tax on investment income for 2016 from Part VI, line 5.	2a 2,073		
b	Income tax for 2016 (This does not include the tax from Part VI).	2b		
c	Add lines 2a and 2b.		2c	2,073
3	Distributable amount before adjustments Subtract line 2c from line 1.		3	199,974
4	Recoveries of amounts treated as qualifying distributions.		4	0
5	Add lines 3 and 4.		5	199,974
6	Deduction from distributable amount (see instructions).		6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.		7	199,974

Part XII **Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	208,925
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	208,925
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	2,073
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4.	6	206,852

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII **Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				199,974
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			208,923	
b Total for prior years 2014 , 20____ , 20____		0		
3 Excess distributions carryover, if any, to 2016				
a From 2011. 0				
b From 2012. 0				
c From 2013. 0				
d From 2014. 0				
e From 2015. 0				
f **Total** of lines 3a through e.	0			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ $ 208,925				
a Applied to 2015, but not more than line 2a			208,923	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2016 distributable amount.				2
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2016 *(If an amount appears in column (d), the same amount must be shown in column (a))*	0			0
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount —see instructions		0		
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				199,972
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions) . . .	0			
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2012. . . . 0				
b Excess from 2013. . . . 0				
c Excess from 2014. . . . 0				
d Excess from 2015. . . . 0				
e Excess from 2016. . . . 0				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling. . . . . . . ▶

b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2016	**(b)** 2015	**(c)** 2014	**(d)** 2013	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon **a** "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization had $5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ▶ ☑ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or email address of the person to whom applications should be addressed

b The form in which applications should be submitted and information and materials they should include

c Any submission deadlines

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				208,925
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	7,083	
4 Dividends and interest from securities			14	69,649	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	177,837	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a OTHER REVENUE			1	6,245	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				260,814	

13 Total. Add line 12, columns (b), (d), and (e) **13** 260,814

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B **Relationship of Activities to the Accomplishment of Exempt Purposes**

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

Part XVII **Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501 (c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	**1a(1)**		**No**
(2) Other assets.	**1a(2)**		**No**
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	**1b(1)**		**No**
(2) Purchases of assets from a noncharitable exempt organization.	**1b(2)**		**No**
(3) Rental of facilities, equipment, or other assets.	**1b(3)**		**No**
(4) Reimbursement arrangements.	**1b(4)**		**No**
(5) Loans or loan guarantees.	**1b(5)**		**No**
(6) Performance of services or membership or fundraising solicitations.	**1b(6)**		**No**
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	**1c**		**No**

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?. ☐ Yes ☑ No

b If "Yes," complete the following schedule

(a) Name of organization	**(b)** Type of organization	**(c)** Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

******	2017-04-03	******
Signature of officer or trustee	Date	Title

May the IRS discuss this return with the preparer shown below (see instr)? ☐ **Yes** ☐ **No**

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
Firm's name ▶				Firm's EIN ▶
Firm's address ▶				Phone no

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1341 406 COHEN & STEERS REALTY SHARES INSTITUTION			2016-01-28
697 BROADCOM LTD		2015-11-25	2016-02-29
50000 BP CAPITAL MARKETS PLC DTD 03/11/2011 3		2011-03-25	2016-03-11
100000 BANK OF NOVA SCOTIA DTD 03/29/2011 2 9%		2011-04-15	2016-03-29
234 CALIFORNIA RES CORP		2014-12-18	2016-04-13
75 ADT CORP COMMON			2016-05-02
160 SUNEDISON, INC COMMON		2015-03-25	2016-05-04
100000 FED HOME LOAN BANK DTD 5/3/06 5 375% 05/		2006-07-26	2016-05-18
129 AGCO CORPORATION COMMON		2015-06-24	2016-05-20
60 ADOBE SYS INC		2016-05-20	2016-05-20

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
58,150		55,659	2,491
90		87	3
50,000		50,000	
100,000		100,192	-192
3,150		2,692	458
36		3,771	-3,735
100,000		100,000	
6,411		7,080	-669
5,806		5,808	-2

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			2,491
			3
			-192
			458
			-3,735
			-669
			-2

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
40 AGRIUM INC		2009-04-27	2016-05-20
220 ALLIANZ COMMON		2011-09-13	2016-05-20
40 ANSYS INC		2009-04-27	2016-05-20
90 CITIGROUP INC		2014-09-23	2016-05-20
85 CONOCOPHILLIPS COM			2016-05-20
95 DU PONT E I DE NEMOURS & COMPANY		2008-11-19	2016-05-20
55 EMERSON ELECTRIC COMPANY		2008-11-19	2016-05-20
90 HARTFORD FINL SVCS GROUP INC COMMON		2014-09-23	2016-05-20
130 INTERNATIONAL PAPER COMPANY		2010-11-02	2016-05-20
270 KINDER MORGAN INC			2016-05-20

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
3,512		1,624	1,888
3,389		1,795	1,594
3,442		1,094	2,348
4,037		4,783	-746
3,690		2,688	1,002
6,211		2,395	3,816
2,780		1,782	998
4,044		3,369	675
5,247		3,219	2,028
4,772		9,775	-5,003

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			1,888
			1,594
			2,348
			-746
			1,002
			3,816
			998
			675
			2,028
			-5,003

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
50 LABORATORY CORP OF AMERICAN HOLDINGS		2009-04-27	2016-05-20
160 MAXIM INTEGRATED PRODUCTS INC COMON		2014-12-18	2016-05-20
60 METLIFE COMMON		2014-09-23	2016-05-20
160 NESTLE SA ADR		2009-04-27	2016-05-20
120 OCCIDENTAL PETE CORP			2016-05-20
30 ROCKWELL INTERNATIONAL CORP NEW		2011-09-13	2016-05-20
80 ROPER INDS INC COMMON		2009-04-27	2016-05-20
55 SCHLUMBERGER LTD		2008-11-19	2016-05-20
60 SOVRAN SELF STORAGE INC COMMON		2012-07-26	2016-05-20
150 TIDEWATER INC COMMON		2015-03-25	2016-05-20

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
6,318		3,085	3,233
5,824		4,963	861
2,674		3,315	-641
11,712		5,128	6,584
8,993		9,273	-280
3,329		1,735	1,594
14,655		3,694	10,961
4,113		2,729	1,384
6,345		3,326	3,019
929		3,106	-2,177

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			3,233
			861
			-641
			6,584
			-280
			1,594
			10,961
			1,384
			3,019
			-2,177

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
480 TIDEWATER INC COMMON		2015-06-24	2016-05-20
100 THE TRAVELERS COMPANIES INC		2006-02-16	2016-05-20
50 WALGREENS BOOTS ALLIANCE INC		2014-09-23	2016-05-20
165 WASTE CONNECTIONS		2009-04-27	2016-05-20
190 WOLVERINE WORLD WIDE INC COMMON		2009-10-27	2016-05-20
180 ZURICH INSURANCE GROUP AG		2009-04-27	2016-05-20
34 ALLERGAN PLC COMMON		2015-11-19	2016-05-20
26 ALLERGAN PLC COMMON			2016-05-20
80 ACCENTURE PLC IRELAND SHS			2016-05-20
60 INGERSOLL-RAND PLC		2014-09-23	2016-05-20

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
2,974		11,383	-8,409
11,187		4,351	6,836
3,855		3,081	774
11,583		2,821	8,762
3,293		2,514	779
4,309		3,011	1,298
7,791		10,252	-2,461
5,958		6,393	-435
9,307		7,327	1,980
3,856		3,518	338

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-8,409
			6,836
			774
			8,762
			779
			1,298
			-2,461
			-435
			1,980
			338

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
70 NIELSEN HLDGS PLC COMMON		2014-12-18	2016-05-20
40 CHECKPOINT SOFTWARE TECHNOLOGY COMMON		2015-03-25	2016-05-20
206 594 ARTISAN INTERNATIONAL SMALL CAP FUND # 1		2013-01-22	2016-05-23
2965 342 HARDING LOEVNER INTERNATIONAL EQUITY INS			2016-05-23
5 INGEVITY CORP COMMON		2015-06-24	2016-06-01
70 BAXALTA INC		2012-06-19	2016-06-03
1 CALIFORNIA RESOURCES CORP COMMON		2014-12-18	2016-06-16
56 CHARTER COMMUNICATIONS INC-A COMMON		2013-02-26	2016-07-06
37 SHIRE PHARMACEUTICALS GROUP PLC		2016-06-03	2016-07-06
50000 DISNEY WALT CO 1 350% 08/16/16		2012-11-15	2016-08-16

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
3,649		3,100	549
3,338		3,256	82
4,750		4,752	-2
50,678		47,387	3,291
13		19	-6
3,231		1,657	1,574
1		1	
129		99	30
68		70	-2
50,000		50,258	-258

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			549
			82
			-2
			3,291
			-6
			1,574
			30
			-2
			-258

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
85 JOHNSON CONTROLS INTERNATIONAL PLC		2010-04-08	2016-08-29
165 ABB LTD SPONSORED ADR		2008-11-19	2016-10-06
40 ACUITY BRANDS INC		2009-07-13	2016-10-06
50 AKAMAI TECHNOLOGIES COMMON		2014-09-23	2016-10-06
140 AMETEK INC COMMON		2009-04-27	2016-10-06
160 AMPHENOL CORP		2009-04-27	2016-10-06
60 BAKER HUGHES INCORPORATED		2014-12-18	2016-10-06
500 BANK OF AMER CORP COMMON		2014-12-18	2016-10-06
70 BAXTER INTERNATIONAL INCORPORATED		2012-06-19	2016-10-06
50 BERKSHIRE HATHAWAY INC CL B		2009-07-13	2016-10-06

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
38		17	21
3,774		1,663	2,111
9,817		1,031	8,786
2,744		3,065	-321
6,753		2,015	4,738
10,432		2,625	7,807
3,147		3,334	-187
8,084		8,720	-636
3,370		1,945	1,425
7,187		2,822	4,365

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			21
			2,111
			8,786
			-321
			4,738
			7,807
			-187
			-636
			1,425
			4,365

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
30 BOEING COMPANY		2014-12-18	2016-10-06
1 CALIFORNIA RESOURCES CORP COMMON			2016-10-06
100 CANADIAN NATL RY CO		2011-09-13	2016-10-06
19 CHARTER COMMUNICATIONS INC-A COMMON		2013-02-26	2016-10-06
40 CHENIERE ENERGY INC COMMON		2014-09-11	2016-10-06
367 CITIZENS FINANCIAL GROUP COMMON		2015-11-25	2016-10-06
140 DBS GROUP HOLDINGS LTD SPONS ADR		2009-04-27	2016-10-06
100 DIAGEO PLC SPONSORED ADR		2009-04-27	2016-10-06
120 DISCOVER FINL SVCS		2010-11-02	2016-10-06
150 DISCOVERY COMMUNICATIONS A COMMON		2009-10-27	2016-10-06

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
4,032		3,803	229
12		13	-1
6,678		3,465	3,213
5,086		3,361	1,725
1,679		3,352	-1,673
9,425		9,632	-207
6,268		3,364	2,904
11,382		4,606	6,776
6,802		2,158	4,644
4,169		2,211	1,958

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			229
			-1
			3,213
			1,725
			-1,673
			-207
			2,904
			6,776
			4,644
			1,958

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
150 DISCOVERY COMMUNICATIONS INC SER C		2009-10-27	2016-10-06
104 GENERAL ELECTRIC COMPANY		2015-11-25	2016-10-06
246 GENERAL ELECTRIC COMPANY			2016-10-06
80 GENUINE PARTS COMPANY		2009-10-27	2016-10-06
30 GILEAD SCIENCES INC		2015-11-25	2016-10-06
70 IDEX CORP		2016-10-06	2016-10-06
80 IDEX CORP			2016-10-06
19 INGEVITY CORP COMMON			2016-10-06
200 INTEL CORPORATION		2006-08-07	2016-10-06
150 JOHNSON & JOHNSON		2004-03-16	2016-10-06

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
4,068		2,154	1,914
3,040		3,168	-128
7,192		3,757	3,435
7,941		2,918	5,023
2,292		3,238	-946
6,483		6,487	-4
7,410		6,327	1,083
814		737	77
7,578		3,470	4,108
17,778		6,390	11,388

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			1,914
			-128
			3,435
			5,023
			-946
			-4
			1,083
			77
			4,108
			11,388

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
8 MARKEL CORP		2009-04-27	2016-10-06
215 MONDELEZ INTERNATIONAL INC CL A		2008-11-19	2016-10-06
175 NEWFIELD EXPL CO COM		2015-06-24	2016-10-06
80 NOBLE ENERGY INC		2009-07-13	2016-10-06
180 NOVARTIS AG		2009-04-27	2016-10-06
113 OMEGA HEALTHCARE SERVICES COMMON		2016-05-20	2016-10-06
325 ORACLE SYSTEM CORPORATION		2008-11-19	2016-10-06
190 PAYPAL HOLDINGS INC			2016-10-06
500 PFIZER INCORPORATED			2016-10-06
130 QUALCOMM INC COMMON			2016-10-06

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
7,355		2,282	5,073
9,249		3,715	5,534
7,531		6,639	892
2,874		2,182	692
14,118		6,637	7,481
3,782		3,509	273
12,632		5,414	7,218
7,594		3,202	4,392
16,792		10,154	6,638
8,658		6,422	2,236

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			5,073
			5,534
			892
			692
			7,481
			273
			7,218
			4,392
			6,638
			2,236

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
70 SAP AKTIENGESELLSCHAFT			2016-10-06
10 SHIRE PHARMACEUTICALS GROUP PLC		2016-06-03	2016-10-06
15 SHIRE PHARMACEUTICALS GROUP PLC		2015-03-25	2016-10-06
40 SNAP ON INC FKA SNAP ON TOOLS		2009-10-27	2016-10-06
60 STRYKER CORP COMMON		2011-12-15	2016-10-06
200 UNILEVER PLC-SPONSORED ADR			2016-10-06
60 UNITED CONTINENTAL HOLDINGS INC COMMON		2014-12-18	2016-10-06
100 V F CORP COMMON		2010-01-25	2016-10-06
190 WELLS FARGO & CO NEW			2016-10-06
110 ARCH CAPITAL GROUP LTD		2009-04-27	2016-10-06

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
6,360		4,260	2,100
1,936		1,901	35
2,904		3,614	-710
6,100		1,463	4,637
7,011		2,797	4,214
9,360		4,227	5,133
3,224		3,829	-605
5,482		1,817	3,665
8,599		6,339	2,260
8,471		2,044	6,427

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			2,100
			35
			-710
			4,637
			4,214
			5,133
			-605
			3,665
			2,260
			6,427

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
430 WEATHERFORD INTERNATIONAL PL		2014-12-18	2016-10-06
70 SEAGATE TECHNOLOGY PLC		2014-05-08	2016-10-06
40 ROYAL CARIBBEAN CRUISES LTD		2015-03-25	2016-10-06
48 ADVANSIX INC COMMON		2016-05-20	2016-10-17
6 ADIENT PLC		2016-10-31	2016-11-25
102 ABBVIE INC		2016-05-20	2016-12-05
101 ACTIVISION BLIZZARD INC		2014-12-18	2016-12-05
12 ADOBE SYS INC		2016-05-20	2016-12-05
48 ALIBABA GROUP HOLDING -SP ADR		2016-10-06	2016-12-05
15 ALLIANCE DATA SYSTEMS COMMON		2015-03-25	2016-12-05

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
2,596		5,025	-2,429
2,623		3,534	-911
2,979		3,028	-49
7		7	
31		28	3
6,214		6,095	119
3,678		2,004	1,674
1,222		1,162	60
4,377		5,123	-746
3,350		4,386	-1,036

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-2,429
			-911
			-49
			3
			119
			1,674
			60
			-746
			-1,036

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
25 ALPHABET INC CL C		2016-10-06	2016-12-05
89 ALTRIA GROUP INC		2016-05-20	2016-12-05
17 AMAZON INC COMMON		2016-10-06	2016-12-05
1 AMERICAN ELECTRIC POWER		2016-10-06	2016-12-05
8 ANADARKO PETE CORP		2007-04-12	2016-12-05
161 APPLE COMPUTER CORPORATION COMMON			2016-12-05
15 ASTRAZENECA PLC SPONS ADR		2016-10-06	2016-12-05
43 BIOMARIN PHARMACEUTICAL INC		2016-10-06	2016-12-05
18 BIOGEN INC COMMON		2016-05-20	2016-12-05
138 BRISTOL MYERS SQUIBB COMPANY			2016-12-05

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
19,060		19,484	-424
5,651		5,596	55
12,928		14,343	-1,415
59		62	-3
549		367	182
17,546		17,508	38
387		484	-97
3,543		3,993	-450
5,220		4,748	472
7,668		9,298	-1,630

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-424
			55
			-1,415
			-3
			182
			38
			-97
			-450
			472
			-1,630

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
103 CBS CORP NEW CL B		2016-05-20	2016-12-05
19 CVS CORP COMMON		2014-09-11	2016-12-05
13 CELGENE CORP		2016-05-20	2016-12-05
49 DEXCOM INC COMMON		2016-10-06	2016-12-05
28 DOLLAR TREE INC		2015-03-25	2016-12-05
4 DOMINION RESOURCES INC/VA COMMON		2016-10-06	2016-12-05
24 EBAY INC		2011-05-26	2016-12-05
34 EDWARDS LIFESCIENCES CORP COMMON		2016-10-06	2016-12-05
114 FACEBOOK INC CL A		2016-10-06	2016-12-05
41 GENERAL ELECTRIC COMPANY		2011-08-19	2016-12-05

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
6,280		5,443	837
1,477		1,541	-64
1,513		1,318	195
3,149		4,058	-909
2,469		2,291	178
293		288	5
681		301	380
2,806		4,066	-1,260
13,376		14,696	-1,320
1,274		622	652

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			837
			-64
			195
			-909
			178
			5
			380
			-1,260
			-1,320
			652

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
53 GENERAL MILLS, INCORPORATED		2016-05-20	2016-12-05
91 GILEAD SCIENCES INC			2016-12-05
127 GLAXO PLC		2016-05-20	2016-12-05
110 HD SUPPLY HOLDINGS INC COMMON COMMOM		2014-12-18	2016-12-05
56 HOME DEPOT INCORPORATED		2015-11-25	2016-12-05
44 HONEYWELL INTERNATIONAL INC		2016-05-20	2016-12-05
63 KRAFT HEINZ CO		2008-11-19	2016-12-05
40 LEVEL 3 COMMUNICATIONS INC COMMON		2015-06-24	2016-12-05
50 ELI LILLY & CO		2016-10-06	2016-12-05
11 LOCKHEED MARTIN CORP		2016-10-06	2016-12-05

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
3,229		3,307	-78
6,572		9,734	-3,162
4,782		5,338	-556
4,355		3,109	1,246
7,262		7,556	-294
4,972		4,958	14
5,051		1,765	3,286
2,245		2,188	57
3,362		4,055	-693
2,935		2,594	341

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-78
			-3,162
			-556
			1,246
			-294
			14
			3,286
			57
			-693
			341

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
65 MCDONALDS CORPORATION		2015-11-25	2016-12-05
136 MERCK & CO INC		2015-11-25	2016-12-05
41 MOLSON COORS BREWING CO CL B		2016-05-20	2016-12-05
90 NEWELL RUBBERMAID INC		2016-05-20	2016-12-05
20 NIKE INCORPORATED CLASS B		2015-11-19	2016-12-05
7 PPL CORPORATION		2016-10-06	2016-12-05
35 PEPSICO INCORPORATED		2015-11-25	2016-12-05
23 PROCTOR AND GAMBLE COMPANY		2016-05-20	2016-12-05
32 REALTY INCOME CORP COMMON		2016-05-20	2016-12-05
73 SERVICENOW INC COMMON		2016-10-06	2016-12-05

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
7,754		7,441	313
8,197		7,301	896
3,908		3,954	-46
4,112		4,240	-128
1,039		1,257	-218
232		229	3
3,514		3,526	-12
1,903		1,839	64
1,747		1,890	-143
5,823		5,697	126

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			313
			896
			-46
			-128
			-218
			3
			-12
			64
			-143
			126

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
69 STARBUCKS CORPORATIONS COMMON		2016-05-20	2016-12-05
44 THERMO ELECTRON COMMON		2015-11-25	2016-12-05
30 VENTAS INC COMMON		2016-05-20	2016-12-05
41 VERTEX PHARMACEUTICALS INC		2016-10-06	2016-12-05
30 VISA INC		2016-10-06	2016-12-05
150 VISA INC		2015-11-25	2016-12-05
2 WELLTOWER INC REIT		2016-10-06	2016-12-05
6 ADIENT PLC		2016-10-31	2016-12-05
60 ALLERGAN PLC COMMON			2016-12-05
12 ALLERGAN PLC COMMON		2016-10-06	2016-12-05

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
3,972		3,772	200
6,244		6,106	138
1,788		1,953	-165
3,105		3,518	-413
2,320		2,499	-179
11,602		11,960	-358
125		141	-16
326		280	46
11,495		18,152	-6,657
2,299		2,850	-551

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			200
			138
			-165
			-413
			-179
			-358
			-16
			46
			-6,657
			-551

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
78 DELPHI AUTOMOTIVE PLC COMMON		2015-11-25	2016-12-05
9 NXP SEMICONDUCTORS N V		2016-05-20	2016-12-05
62 BROADCOM LTD		2016-10-06	2016-12-05
50000 BANK OF NY MELLON CORP DTD 11/23/2011 2		2014-05-16	2016-12-19
CAPITAL GAIN DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
4,985		6,852	-1,867
880		794	86
10,281		10,730	-449
50,000		50,000	
			5,014

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-1,867
			86
			-449

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
CONGREGATIONAL COMMUNITY ACTION PROGRAM OF WINCHESTER PO BOX 2112 WINCHESTER, VA 22604	NONE	EXEMPT	CHARITABLE	41,785
BLUE RIDGE AREA FOOD BANK ATTN MICHAEL MCKEE CEO VERONA, VA 24482	NONE	EXEMPT	CHARITABLE	41,785
1ST BAPTIST CHURCH OF WINCHESTER ATTN JOHN D BEAVERS TREASURER 205 WEST PICCADILLY ST WINCHESTER, VA 22601	NONE	EXEMPT	CHARITABLE	41,785
FREE MEDICAL CLINIC OF WINC ATTN VICKI MCCLELLAND EXEC DIR WINCHESTER, VA 22601	NONE	EXEMPT	CHARITABLE	41,785
ADULT CARE CENTER OF THE NORTHERN SHENANDOAH VALLEY 115 WOLFE STREET WINCHESTER, VA 22601	NONE	EXEMPT	CHARITABLE	41,785
Total . . . . ▶ **3a**				208,925

TY 2016 Other Decreases Schedule

Name: DULANEY FA AND JF CHAR

EIN: 54-6487683

Description	Amount
DIFFERENCE IN MUTUAL FUNDS RECEIVED/REPORTED	53
COST BASIS ADJUSTMENT	163

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93491109007577

TY 2016 Other Increases Schedule

Name: DULANEY FA AND JF CHAR

EIN: 54-6487683

Description	Amount
ROUNDING	6